

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Telephone: (702) 262-6899
Facsimile: (702) 597-5503
Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
Counsel for Debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**PROVINCE, LLC'S MONTHLY FEE
STATEMENT OF SERVICES RENDERED
AND EXPENSES INCURRED FOR THE
PERIOD FROM SEPTEMBER 1, 2023
THROUGH SEPTEMBER 30, 2023**

Hearing Date: N/A

Hearing Time: N/A

Province, LLC ("Province"), financial advisor to the Cash Cloud, Inc. (the "Debtor"), debtor and debtor-in-possession in the above-captioned case (the "Chapter 11 Case"), hereby submits this *Monthly Fee Statement for Services Rendered and Expenses Incurred for the Period from September 1, 2023 Through September 30, 2023* (the "Statement"), pursuant to the *Final Order Authorizing Retention and Employment of Province, LLC as Financial Advisor, Effective as of the Petition Date* [ECF No. 223] and the Court's *Order Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 321] (the "Interim Compensation Procedures Order").

1 In support of this Statement, Province respectfully represents as follows:

2 1. Province hereby seeks allowance and payment of interim compensation for services
3 rendered and reimbursement of expenses incurred as Debtor's financial advisor during the period from
4 September 1, 2023 through September 30, 2023 (the "Statement Period").

5 2. Province seeks allowance and payment of interim compensation for fees in the amount
6 of \$30,564.00, representing 80% of the \$38,205.00 in fees incurred for services rendered during the
7 Statement Period, plus reimbursement of \$252.49, representing 100% of the expenses incurred during
8 the Statement Period, for a total award of \$30,816.49 for the Statement Period.

9 3. Attached hereto as **Exhibit A** is the name of each timekeeper who performed services
10 in connection with the Chapter 11 Case during the Statement Period, and the hourly rate for each such
11 timekeeper.

12 4. Attached hereto as **Exhibit B** is a task code summary.

13 5. Attached hereto as **Exhibit C** is a detailed invoice of time expended by the timekeepers
14 who performed services during the Statement Period and of the expenses paid during the Statement
15 Period.

16 6. On the same date this Statement was filed, Province served a copy of this Statement
17 via electronic mail/notice on the following parties (each a "Notice Party," and collectively, the "Notice
18 Parties"):

- 19 i. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4th Street, 16th Floor, Las Vegas, NV 89101 (Attn: Daniel Ayala; dayala@ayalalaw.com);
- 20 ii. Fox Rothschild, LLC, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135 (Attn: Brett A. Axelrod, Esq.; baxelrod@foxrothschild.com);
21 counsel to Debtor;
- 22 iii. United States Trustee Tracey Hope Davis, 300 Las Vegas Boulevard South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial Attorney;
23 Jared.A.Day@usdoj.gov);
- 24 iv. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio;
25 lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and
26 McDonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las Vegas,
27 NV 89102 (Attn: Ryan J. Works; rworks@mcdonaldcarano.com), counsel to
28 the Official Committee of Unsecured Creditors;

- v. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Jordi Guso; JGuso@bergersingerman.com), and Sylvester & Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com; counsel to DIP lender CKDL Credit, LLC;
- vi. Morrison & Foerster LLO, 250 West 55th Street, New York, NY 10019-9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee; glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite 150, Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law; Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant; kwyant@shea.law); counsel to Enigma Securities Limited; and
- vii. Clearly Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, (Attn: Sean A. O'Neal; soneal@cgsh.com; Jane VanLare; jvanlare@cgsh.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinan; rkinan@swlaw.com); counsel to Genesis Global Holdco, LLC.

7. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have twenty (20) days after service (or the next business day if the 20th day is not a business day) of a Monthly Fee Application (the "Objection Deadline"), to object to the requested fees and expenses in accordance with the procedures described in subparagraph (b) set forth on page three of the Interim Compensation Procedures Order.

8. If no objections are raised on or before the Objection Deadline, Province shall file a certificate of no objection with the Court, after which Debtor shall be authorized to pay to Province an amount equal to 80% of the fees and 100% of the expenses incurred during the period covered by this Statement.

9. If an objection is properly filed before the Objection Deadline, Province shall file a certificate of no objection with the Court with respect to the fees and expenses, if any, that are not subject to objection (the "Undisputed Fees" and "Undisputed Expenses"), after which the Debtor shall be authorized to pay to Province an amount equal to 80% of the Undisputed Fees and 100% of the Undisputed Expenses incurred during the period covered by this Statement.

10. Province acknowledges that the interim payment of compensation and reimbursement of expenses sought in this Statement does not constitute a request for final allowance of such compensation and reimbursement of expenses. At the conclusion of the Chapter 11 Case, Province

1 will seek final allowance of the fees charged and expenses incurred for the entirety of the Chapter 11
2 Case, and any interim fees and expenses received during the course of the Chapter 11 Case will be
3 credited against such fees and expenses that are allowed on a final basis.

4 11. Neither Province nor any member of Province has any agreement or understanding of
5 any kind to divide, pay over, or share with any other person, except as among the members of Province,
6 any portion of the fees or expenses to be awarded pursuant to this Statement.

7 DATED: October 27, 2023

PROVINCE, LLC

9 By: /s/ Daniel Moses

10 Daniel Moses
2360 Corporate Circle, Suite 340
11 Henderson, Nevada 89074
Telephone: (702) 685-5555
12 Email: dmoses@provincefirm.com

13 *Financial Advisor to Debtor*

14 Submitted By:

15 **FOX ROTHSCHILD LLP**

17 By: /s/ Brett A. Axelrod

18 BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
19 NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
20 1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
21 *Counsel for Debtor*

EXHIBIT A**Summary of Province Professionals and Paraprofessionals**

September 1, 2023 through September 30, 2023

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$1,320	0.6	\$792.00
Dan Moses	Principal – Corporate restructuring.	\$1,260	9.8	\$12,348.00
Tanner James	Vice President - Finance and data analytics.	\$630	23.9	\$15,057.00
Spencer Stires	Associate - Quantitative finance and programming.	\$480	20.4	\$9,792.00
	Subtotal		54.7	\$37,989.00
	Blended Rate for Professionals	\$694.50		
Para Professionals		Hourly Billing Rate	Total Hours Billed	Total Compensation
Eric Mattson	Paralegal	\$270	0.8	\$216.00
	Subtotal		0.8	\$216.00
			Fee Statement Hours	Total Compensation
	Grand Total		55.5	\$38,205.00
	Blended Rate for All Billers	\$688.38		

EXHIBIT B**Task Code Summary**

September 1, 2023 through September 30, 2023

Project Categories	Total Hours	Total Fees
Business Analysis / Operations	29.9	\$18,921.00
Committee Activities	9.8	\$7,686.00
Court Filings	10.1	\$6,153.00
Court Hearings	0.4	\$252.00
Fee / Employment Applications	0.8	\$216.00
Litigation	1.1	\$693.00
Sale Process	3.4	\$4,284.00
Grand Total	55.5	\$38,205.00

EXHIBIT C

Invoice

September 1, 2023 through September 30, 2023

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

Cash Cloud Inc d/b/a Coin Cloud

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Coin Cloud - FA 2

Managed By: Daniel L Moses

INVOICE SUMMARY

PROFESSIONAL SERVICES

EMPLOYEE	HOURS	RATE	AMOUNT
Dan Moses	9.80	\$1,260.00	\$12,348.00
Eric Mattson	0.80	\$270.00	\$216.00
Paul Huygens	0.60	\$1,320.00	\$792.00
Spencer Stires	20.40	\$480.00	\$9,792.00
Tanner James	23.90	\$630.00	\$15,057.00
PROFESSIONAL SERVICES		55.50	\$38,205.00

EXPENSES

DESCRIPTION	AMOUNT
Research	\$226.00
Meals	\$26.49
EXPENSES TOTAL	\$252.49

AMOUNT DUE THIS INVOICE **\$38,457.49**

This invoice is due on 10/26/2023

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

Cash Cloud Inc d/b/a Coin Cloud

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Coin Cloud - FA 2

Managed By: Daniel L Moses

PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
9/1/2023	Dan Moses	Business Analysis / Operations <i>Reviewed and analyzed various emails from Province and Fox Rothschild.</i>	0.50	\$1,260.00	\$630.00
9/1/2023	Tanner James	Litigation <i>Discussed BA lawsuit with litigation firm.</i>	1.10	\$630.00	\$693.00
9/4/2023	Tanner James	Business Analysis / Operations <i>Corresponded with Enigma re: collateral.</i>	0.30	\$630.00	\$189.00
9/5/2023	Tanner James	Business Analysis / Operations <i>Analyzed cash report provided by PowerCoin.</i>	1.10	\$630.00	\$693.00
9/5/2023	Tanner James	Business Analysis / Operations <i>Participated in cash collection meeting with Powercoin.</i>	0.70	\$630.00	\$441.00
9/6/2023	Dan Moses	Business Analysis / Operations <i>Reviewed and analyzed various emails.</i>	0.50	\$1,260.00	\$630.00
9/6/2023	Tanner James	Business Analysis / Operations <i>Discussions with Coin Cloud team re accounting.</i>	1.20	\$630.00	\$756.00
9/6/2023	Tanner James	Business Analysis / Operations <i>Discussion with counsel re: FBI subpoena.</i>	0.10	\$630.00	\$63.00
9/7/2023	Dan Moses	Committee Activities <i>Reviewed and responded to various emails from the UCC and UCC professionals.</i>	0.40	\$1,260.00	\$504.00
9/7/2023	Tanner James	Committee Activities <i>Call with committee professionals.</i>	0.70	\$630.00	\$441.00
9/7/2023	Dan Moses	Committee Activities <i>Attended scheduled committee call.</i>	0.70	\$1,260.00	\$882.00
9/7/2023	Tanner James	Court Filings <i>Worked with counsel re: development of surcharge materials.</i>	1.90	\$630.00	\$1,197.00
9/8/2023	Dan Moses	Sale Process <i>Corresponded with I. Rosa on sale of Brazil.</i>	0.50	\$1,260.00	\$630.00
9/11/2023	Dan Moses	Committee Activities <i>Attended call with UCC and Debtor to discuss update.</i>	0.80	\$1,260.00	\$1,008.00

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Cash Cloud Inc d/b/a Coin Cloud

Coin Cloud - FA 2

Managed By: Daniel L Moses

PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
9/13/2023	Dan Moses	Business Analysis / Operations <i>Reviewed and analyzed updated cash collection provided by Powercoin.</i>	0.40	\$1,260.00	\$504.00
9/13/2023	Tanner James	Business Analysis / Operations <i>Attended cash collection call with Powercoin.</i>	0.80	\$630.00	\$504.00
9/13/2023	Dan Moses	Sale Process <i>Discussion with I. Rossa on Brazil.</i>	0.30	\$1,260.00	\$378.00
9/14/2023	Tanner James	Committee Activities <i>Attended weekly call with committee professionals.</i>	0.60	\$630.00	\$378.00
9/14/2023	Dan Moses	Sale Process <i>Corresponded with I. Rosa on Brazil sale.</i>	0.30	\$1,260.00	\$378.00
9/15/2023	Spencer Stires	Court Filings <i>Extracted all fee applications from the Coin Cloud docket.</i>	1.40	\$480.00	\$672.00
9/18/2023	Dan Moses	Committee Activities <i>Corresponded with M. Tucker of FTI on Brazil as well as various emails from T. James of Province.</i>	0.50	\$1,260.00	\$630.00
9/19/2023	Tanner James	Business Analysis / Operations <i>Meeting with management re: updates.</i>	0.90	\$630.00	\$567.00
9/19/2023	Tanner James	Court Filings <i>Begin professional fee review re: surcharge analysis.</i>	2.90	\$630.00	\$1,827.00
9/19/2023	Dan Moses	Sale Process <i>Discussion with B. Axelrod on Brazil sale process.</i>	0.10	\$1,260.00	\$126.00
9/19/2023	Dan Moses	Sale Process <i>Discussion with I. Rossa of Coin Cloud in on sale process.</i>	0.40	\$1,260.00	\$504.00
9/19/2023	Dan Moses	Sale Process <i>Discussion with M. Tucker of FTI on Brazil sale.</i>	0.40	\$1,260.00	\$504.00
9/20/2023	Tanner James	Business Analysis / Operations <i>Cash collection call with Powercoin.</i>	0.60	\$630.00	\$378.00
9/20/2023	Spencer Stires	Business Analysis / Operations	1.10	\$480.00	\$528.00

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Cash Cloud Inc d/b/a Coin Cloud

Coin Cloud - FA 2

Managed By: Daniel L Moses

PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
		<i>Calculated the administrative expense claim for C&S Wholesalers for the requested period.</i>			
9/20/2023	Tanner James	Committee Activities	1.50	\$630.00	\$945.00
		<i>Joint call with management and committee professionals re: workstream planning and updates.</i>			
9/20/2023	Tanner James	Court Filings	0.80	\$630.00	\$504.00
		<i>Worked with counsel re: development of surcharge declaration.</i>			
9/20/2023	Tanner James	Court Filings	3.10	\$630.00	\$1,953.00
		<i>Finalized review of professional fees re: court filings and correspondence with counsel re: same.</i>			
9/20/2023	Dan Moses	Sale Process	0.30	\$1,260.00	\$378.00
		<i>Reviewed and analyzed of Brazil sale stipulation.</i>			
9/21/2023	Spencer Stires	Business Analysis / Operations	0.50	\$480.00	\$240.00
		<i>Call with accounting team reviewing bank reconciliation status for MORs.</i>			
9/21/2023	Spencer Stires	Business Analysis / Operations	2.10	\$480.00	\$1,008.00
		<i>Consolidated and prepared bank statements covering the 90-day period prior to the petition date per request of UCC.</i>			
9/21/2023	Tanner James	Committee Activities	2.10	\$630.00	\$1,323.00
		<i>Committee sync and management intro.</i>			
9/21/2023	Dan Moses	Sale Process	0.50	\$1,260.00	\$630.00
		<i>Reviewed and analyzed stipulation related to Brazil sales.</i>			
9/22/2023	Dan Moses	Business Analysis / Operations	0.50	\$1,260.00	\$630.00
		<i>Reviewed of Coin Cloud and Cole Kepro documentation.</i>			
9/22/2023	Tanner James	Committee Activities	0.60	\$630.00	\$378.00
		<i>Call with committee professionals re: ERC.</i>			
9/22/2023	Tanner James	Court Hearings	0.40	\$630.00	\$252.00
		<i>Attended omnibus hearing.</i>			
9/25/2023	Eric Mattson	Fee / Employment Applications	0.80	\$270.00	\$216.00
		<i>Triangulated August entries in preparation for monthly fee statement.</i>			

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

Cash Cloud Inc d/b/a Coin Cloud

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Coin Cloud - FA 2

Managed By: Daniel L Moses

PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
9/25/2023	Dan Moses	Sale Process <i>Reviewed and analyzed Brazil and return of emails.</i>	0.60	\$1,260.00	\$756.00
9/26/2023	Dan Moses	Business Analysis / Operations <i>Reviewed of various emails related to operations.</i>	0.40	\$1,260.00	\$504.00
9/26/2023	Spencer Stires	Business Analysis / Operations <i>Redacted bank statements and prepared other exhibits.</i>	1.40	\$480.00	\$672.00
9/26/2023	Spencer Stires	Business Analysis / Operations <i>Finalized the May MOR and financial exhibit.</i>	2.70	\$480.00	\$1,296.00
9/26/2023	Tanner James	Committee Activities <i>Call with the committee re: current workstreams.</i>	0.70	\$630.00	\$441.00
9/27/2023	Dan Moses	Business Analysis / Operations <i>Reviewed and analyzed investigation report provided D. Ayala and B. Axelrod on Brazil.</i>	0.60	\$1,260.00	\$756.00
9/27/2023	Spencer Stires	Business Analysis / Operations <i>Incorporated comments on the May MOR and finalized for filing.</i>	1.40	\$480.00	\$672.00
9/27/2023	Dan Moses	Business Analysis / Operations <i>Responded to emails from B. Axelrod of Fox Rothschild and T. James of Province.</i>	0.70	\$1,260.00	\$882.00
9/27/2023	Tanner James	Committee Activities <i>Joint call with the committee and management re: ongoing workstreams and case updates.</i>	1.20	\$630.00	\$756.00
9/28/2023	Spencer Stires	Business Analysis / Operations <i>Imported financials and filled June MOR form.</i>	2.40	\$480.00	\$1,152.00
9/28/2023	Spencer Stires	Business Analysis / Operations <i>Update call with Province team on current work streams.</i>	0.40	\$480.00	\$192.00
9/28/2023	Spencer Stires	Business Analysis / Operations <i>Formatted and incorporated various June MOR exhibits.</i>	1.70	\$480.00	\$816.00
9/28/2023	Dan Moses	Business Analysis / Operations <i>Update call with Province team on current work streams.</i>	0.40	\$1,260.00	\$504.00
9/28/2023	Tanner James	Business Analysis / Operations <i>Update call with Province team on current work streams.</i>	0.40	\$630.00	\$252.00

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

INVOICE

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Cash Cloud Inc d/b/a Coin Cloud

Coin Cloud - FA 2

Managed By: Daniel L Moses

PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
9/28/2023	Spencer Stires	Business Analysis / Operations <i>Identified and retrieved data for MOR professional payment form.</i>	1.20	\$480.00	\$576.00
9/29/2023	Tanner James	Business Analysis / Operations <i>Call with P. Huygens re: June MOR.</i>	0.20	\$630.00	\$126.00
9/29/2023	Spencer Stires	Business Analysis / Operations <i>Incorporated bank reconciliations into June MOR.</i>	1.90	\$480.00	\$912.00
9/29/2023	Paul Huygens	Business Analysis / Operations <i>Reviewed draft June MOR (0.4) and call with T. James re same (0.2).</i>	0.60	\$1,320.00	\$792.00
9/29/2023	Spencer Stires	Business Analysis / Operations <i>Finalized exhibits for June MOR.</i>	2.20	\$480.00	\$1,056.00
TOTAL SERVICES			55.50		\$38,205.00

EXPENSES

DATE	EMPLOYEE	DESCRIPTION	AMOUNT
Meals:			
9/29/2023	Spencer Stires	Meals <i>Postmates - Working Lunch - Henderson</i>	\$26.49
Research:			
9/30/2023	Province LLC - Expenses	Research <i>Research Sep 2023 - Coin Cloud</i>	\$226.00
TOTAL EXPENSES			\$252.49

SUBTOTAL **\$38,457.49**

AMOUNT DUE THIS INVOICE **\$38,457.49**

This invoice is due upon receipt

2360 Corporate Circle Suite 340
Henderson, NV 89074, United States
Tel: 702-685-5555
www.provincefirm.com

Cash Cloud Inc d/b/a Coin Cloud

INVOICE

INVOICE DATE: 10/26/2023
INVOICE NO: 94538
BILLING THROUGH: 9/30/2023

Please remit payment to:

Province, LLC

Wire Instructions:

Meadows Bank Account

#

Routing #

EIN #